

**CORPORATIONS COMMITTEE
BUSINESS LAW SECTION
THE STATE BAR OF CALIFORNIA
180 HOWARD STREET
SAN FRANCISCO, CA 94105-1639
<http://www.calbar.org/buslaw/corporations>**

December 19, 2003

Via Express Mail

The Honorable Pamela F. Olson
Assistant Secretary for Tax Policy
United States Department of the Treasury
1500 Pennsylvania Avenue, N.W.
Room 3120
Washington, D.C. 20220

Re: 26 CFR 301.6112-1

Dear Secretary Olson:

The undersigned are the current co-Chairs of the Corporations Committee (the "Committee") of the Business Law Section of the State Bar of California. As you may be aware, the Committee submitted a letter to the Internal Revenue Service dated May 27, 2003 regarding conflicts between the professional obligations of California lawyers and the provisions of the above-referenced regulation relating to the requirement to prepare, maintain, and furnish lists with respect to potentially abusive tax shelters (the "Regulation"). A copy of that letter is enclosed for your convenience. It is also available on the Committee's website at http://www.calbar.ca.gov/calbar/pdfs/sections/buslaw/corporations/2003-10-08_IRS.pdf.

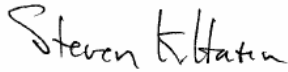
In that context, we noted the article in the December 12, 2003, issue of the BNA Daily Tax Report in which you are quoted to the effect that the Department of the Treasury would be proposing a revision to the Regulation in order, among other things, to address concerns regarding the interplay of them with the obligations of attorney-client confidentiality. This will renew the offer of the Committee to stand available to respond to any questions which you may have in this matter.

The Committee has also addressed issues of client confidentiality arising under various regulatory provisions in a "Public Commentary" dated November 18, 2003, posted on its

The Honorable Pamela F. Olson
Department of the Treasury
December 19, 2003
Page 2

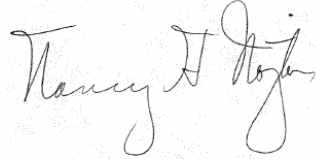
website. We will be happy to forward a copy of that to you if you find it difficult to download from the Committee's website.

Very truly yours,



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Co-Chair

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